

**GREENBRIER**  
**LEASING COMPANY LLC**

Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

March 18, 2011

~~RECORDED~~ 23909-F FILED

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SURFACE TRANSPORTATION BOARD

VIA FEDERAL EXPRESS

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

MAR 22 2011  
RECEIVED

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are an original and four (4) photocopies of an Amendment dated December 1, 2009 to the Memorandum of Lease for Schedule No. 3 dated September 1, 2003, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Lease Agreement dated December 1, 2001, which was duly filed and recorded on April 12, 2004 and assigned Recordation Number 23909.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: GWI Leasing Corporation  
4337 Pablo Oaks Court, Suite 102  
Jacksonville, FL 32224

A description of the railroad equipment covered by the enclosed document is:

Ninety-six (96) centerbeam flatcars bearing AOK marks, and numbered as more particularly set forth in the schedule attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief  
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A short summary of the enclosed document to appear in the Board's Index is:

Amendment dated December 1, 2009 to Memorandum of Lease Agreement  
for Schedule No. 3.

If you have any questions, please do not hesitate to call.

Sincerely,



Sheri Clarke Grether  
Paralegal

SCG:ms  
Enclosures

cc: Robert W. Alvord, Esq.

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SURFACE MINING REGULATION BOARD

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***AMENDMENT TO MEMORANDUM OF LEASE***

***FOR SCHEDULE NO. 3***

***DATED SEPTEMBER 1, 2003***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC,  
formerly known as Greenbrier Leasing Corporation ("LESSOR")***

***AND***

***GWI LEASING CORPORATION ("LESSEE")***

***DECEMBER 1, 2009***

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Amendment dated as of December 1, 2009, to Memorandum of Lease Agreement dated as of September 1, 2003, relating to Schedule No. 3 dated as of September 1, 2003, to a Lease Agreement made and entered into as of December 1, 2001, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation ("Lessor") and GWI Leasing Corporation, a Delaware corporation ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of sixty-five (65) centerbeam flatcars, marked and numbered AOK 27600 through AOK 27664, inclusive; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to an amendment to the underlying lease by adding thirty-one (31) centerbeam flatcars, marked and numbered AOK 20003 and AOK 21970 through AOK 21999, inclusive.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:

"1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor, ninety-six (96) centerbeam flatcars bearing marks and numbers as set forth on Exhibit A attached hereto."

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

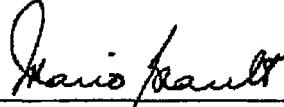
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IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.*

LESSEE:  
GWI LEASING CORPORATION

BY: 

NAME: MARIO BLAULT

TITLE: PRES. GWCI.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.*

LESSOR:  
GREENBRIER LEASING COMPANY LLC

BY: 

NAME: J.T. Sharp

TITLE: President

## EXHIBIT A

Mark	Number	Mark	Number	Mark	Number
AOK	20003	AOK	27633	AOK	21972
AOK	27600	AOK	27634	AOK	21973
AOK	27601	AOK	27635	AOK	21974
AOK	27602	AOK	27636	AOK	21975
AOK	27603	AOK	27637	AOK	21976
AOK	27604	AOK	27638	AOK	21977
AOK	27605	AOK	27639	AOK	21978
AOK	27606	AOK	27640	AOK	21979
AOK	27607	AOK	27641	AOK	21980
AOK	27608	AOK	27642	AOK	21981
AOK	27609	AOK	27643	AOK	21982
AOK	27610	AOK	27644	AOK	21983
AOK	27611	AOK	27645	AOK	21984
AOK	27612	AOK	27646	AOK	21985
AOK	27613	AOK	27647	AOK	21986
AOK	27614	AOK	27648	AOK	21987
AOK	27615	AOK	27649	AOK	21988
AOK	27616	AOK	27650	AOK	21989
AOK	27617	AOK	27651	AOK	21990
AOK	27618	AOK	27652	AOK	21991
AOK	27619	AOK	27653	AOK	21992
AOK	27620	AOK	27654	AOK	21993
AOK	27621	AOK	27655	AOK	21994
AOK	27622	AOK	27656	AOK	21995
AOK	27623	AOK	27657	AOK	21996
AOK	27624	AOK	27658	AOK	21997
AOK	27625	AOK	27659	AOK	21998
AOK	27626	AOK	27660	AOK	21999
AOK	27627	AOK	27661		
AOK	27628	AOK	27662		96 Cars
AOK	27629	AOK	27663		
AOK	27630	AOK	27664		
AOK	27631	AOK	21970		
AOK	27632	AOK	21971		